Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 4186
June 6, 2017

To Those Shareholders with Voting Rights

Ikuo Akutsu
President and Representative Director
TOKYO OHKA KOGYO CO., LTD.
150 Nakamaruko, Nakahara-ku, Kawasaki, Kanagawa, Japan

NOTICE OF THE CONVOCATION OF THE 87th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 87th Ordinary General Meeting of Shareholders of TOKYO OHKA KOGYO CO., LTD. ("the Company"). The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights by either of the following means. Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:30 p.m., Tuesday, June 27, 2017 (JST).

Exercise of Voting Rights in Writing

Please indicate your votes for or against the proposals on the enclosed Voting Rights Exercise Form and return it to the Company, ensuring that the form reaches us no later than the above voting deadline.

Exercise of Voting Rights by Electronic Means (via the Internet, etc.)

Please review the "Guide for Exercising Voting Rights" described on pages 3 and 4, and enter your approval or disapproval for each proposal no later than the above voting deadline.

1. Date and Time: Wednesday, June 28, 2017 at 10:00 a.m. (JST)

2. Place: 1st Meeting Room, 5F, Corporate Headquarters of the Company
150 Nakamaruko, Nakahara-ku, Kawasaki, Kanagawa, Japan

3. Agenda of the Meeting:

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 87th fiscal year (from April 1, 2016 to March 31, 2017) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
2. The Non-Consolidated Financial Statements for the 87th fiscal year (from April 1, 2016 to March 31, 2017)

Proposals to be resolved:

Proposal No. 1: Appropriation of Surplus
Proposal No. 2: Partial Amendments to the Articles of Incorporation
Proposal No. 3: Election of Eight Directors
Proposal No. 4: Election of Two Corporate Auditors

4. Matters Decided for the Convocation:

(1) If you exercise your voting rights by two different means, that is, by electronic means (via the Internet, etc.) as well as in writing, votes by electronic means (via the Internet, etc.) shall prevail.
(2) If you exercise your voting rights by electronic means (via the Internet, etc.) more than once, your final votes shall prevail.

* For those attending the meeting, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival.
* When it is necessary to modify the matters stated in the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements, please understand that the matters after modification will be shown on the website of the Company (http://www.tok.co.jp/).

Guide for Exercising Voting Rights

Voting rights can be exercised using the following three methods.

[Attending the General Meeting of Shareholders]

Please hand in the enclosed Voting Rights Exercise Form at the reception desk.

Date and Time: Wednesday, June 28, 2017 at 10:00 a.m. (JST)

Place: 1st Meeting Room, 5F, Corporate Headquarters of the Company
150 Nakamaruko, Nakahara-ku, Kawasaki, Kanagawa, Japan

[Exercise of Voting Rights by Postal Mail]

Please indicate your votes for or against the proposals on the enclosed Voting Rights Exercise Form and mail it without a stamp.

Deadline for exercising voting rights: 5:30 p.m., Tuesday, June 27, 2017 (JST)

[Exercise of Voting Rights via the Internet]

Please access the website for exercising voting rights (http://www.evote.jp/) from personal computer, smartphone, or mobile phone, enter the "login ID" and "temporary password" provided on the Voting Rights Exercise Form and then enter your vote for each proposal according to the instructions on the screen.

Deadline for exercising voting rights: 5:30 p.m., Tuesday, June 27, 2017 (JST)

(1) To prevent people who are not shareholders (impostors) from illegally accessing the website and alteration of the content of your voting selections, we will ask shareholders who use the website to change their "temporary passwords" on the website for exercising voting rights.
(2) You will be provided with a new "login ID" and "temporary password" each time a General Meeting of Shareholders is convened.

Points to note when exercising the voting rights by electromagnetic means (via the Internet, etc.)

(1) If you exercise your voting rights by two different means, that is, by electronic means (via the Internet, etc.) as well as in writing, votes by electronic means (via the Internet, etc.) shall prevail.
(2) If you exercise your voting rights by electronic means (via the Internet, etc.) more than once, your final votes shall prevail.

Website to use for exercising voting rights

(1) Exercise of voting rights via the Internet is possible by accessing the website designated by the Company exclusively for the purpose of exercising voting rights (http://www.evote.jp/) via a personal computer, smartphone or mobile phone (i-mode, EZweb and Yahoo!Keitai). (Access is unavailable between 2:00 a.m. and 5:00 a.m. (JST) every day.)
(2) Depending on the Internet user environment, shareholders using personal computers or smartphones may not be able to exercise their voting rights via the website for exercising voting rights. For more details, please contact the Help Desk by telephone at the following number.
(3) In order to exercise voting rights using a mobile phone, it is necessary for a mobile phone to have the capability to use the i-mode, EZweb, or Yahoo!Keitai service. Even if shareholders have access to one of the above services, some shareholders may not be able to use the service if their mobile phone models are incapable of sending information, or not encrypted communication (SSL communication) enabled, to ensure security.
(4) Costs arising from accessing the website for exercising voting rights (Internet access fees, communication charges, etc.) will be borne by the shareholder.

Note: i-mode, EZweb, and Yahoo! are trademarks or registered trademarks of NTT DOCOMO, INC., KDDI CORPORATION and Yahoo! Inc. in the U.S., respectively.

Electronic proxy voting platform

If you are nominee shareholders such as management trust banks (including standing proxy) and apply in advance for the use of the electronic proxy voting platform operated by ICJ, Inc., you may use such platform operated by ICJ, Inc.

For inquiries concerning systems, etc. please contact:

Mitsubishi UFJ Trust and Banking Corporation, Securities Agent Department (Help Desk)
Tel: 0120-173-027 (Business hours: 9:00 a.m.–9:00 p.m. (JST) toll free)

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

Regarding the appropriation of surplus, the Company proposes as follows.
Matters related to the year-end dividend:

The Company considers the return of its profits to shareholders as an important managerial issue. The Company, in light of its financial condition and business performance from a long-term point of view, makes it its basic policy to carefully secure its sufficient internal reserves for the purpose of effectively utilizing them as a resource for continuous improvement of its corporate value by advancing measures essential for the enhancement of the corporate competitiveness and enlargement of its profit such as: aggressive research and development investment into new technologies and new products geared towards new growth; capital investment in manufacturing equipment, etc. for quality improvements and further efficiency improvements of existing business; and enhancement of its business development both at home and overseas. On the other hand, the Company also makes it its basic policy to continue its payments of dividends with a consolidated payout ratio of 40% or more, taking into account the current level of payout; and the flexible acquisition of its own stocks.

Under this policy, with regard to the year-end dividend for the fiscal year, the Company proposes to pay ¥32 per share. This payment takes into account various factors, including the Company's business performance, and also reflects the Company's desire to reciprocate the consistent support of its shareholders.

Accordingly, including the interim dividend of ¥32 per share paid in November 2016, the annual dividend for the fiscal year is ¥64 per share.

(1) Type of dividend property
Cash

(2) Matters related to distribution of dividend property to shareholders and the total amount
¥32 per common share of the Company Total amount: ¥1,396,405,184

(3) Effective date of the distribution of surplus
June 29, 2017

Proposal No. 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the amendments

(1) The Company's fiscal year is from April 1 of each year to March 31 of the following year, but by unifying the Group's fiscal year end on a global basis, and with the objectives of strengthening and improving the effectiveness of the uniform account settlement and management system of the Group and further improving management transparency by the timely and accurate disclosure of management information, the Company's fiscal year will be changed so that it runs from January 1 of each year to December 31. In conjunction with this, amendments will be required to Article 14 (Base Date of Ordinary General Meeting of Shareholders), Article 40 (Fiscal Year), Article 41 (Year-end dividends), and Article 42 (Interim Dividend) of the current Articles of Incorporation. In addition, in association with the change of fiscal year, as the 88th fiscal year will comprise a nine month account settlement period from April 1, 2017 to December 31, 2017, supplementary provisions shall be prescribed as transitional measures.

(2) In association with the enforcement of the "Act for Partial Amendment of the Companies Act" (Act No. 90 of 2014) on May 1, 2015, the conclusion of limited liability agreements with Directors who are not Executive Directors, etc. and Corporate Auditors who are not Outside Corporate Auditors has been newly allowed. Accordingly, the Company proposes to make partial amendments to Article 28 (Contracts for Limitation of Liability with Outside Directors) and Article 36 (Contracts for Limitation of Liability with Outside Corporate Auditors) of the current Articles of Incorporation so that these Directors and Corporate Auditors are able to fully perform the duties expected of them. Note that consent has been obtained from each Corporate Auditor for the amendment to Article 28 of the Articles of Incorporation.

(3) In addition to the above, a review shall be conducted of the matters that should be prescribed in the Articles of Incorporation, and phrasing shall be established for Article 23 (Directors With Special Titles and Representative Directors) of the current Articles of Incorporation.

2. Details of the amendments

The amendments are as follows:

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed amendments
(Record Date of Ordinary General Meeting of Shareholders) Article 14. The record date for voting rights at the Company's ordinary general meeting of shareholders shall be March 31 every year.	(Record Date of Ordinary General Meeting of Shareholders) Article 14. The record date for voting rights at the Company's ordinary general meeting of shareholders shall be December 31 every year.
(Directors With Special Titles and Representative Directors) Article 23. (1) The Board of Directors may appoint one Chairman, one President and Representative Director, and other Directors with special titles as deemed necessary by the Board of Directors by its resolution. (2) The President and Representative Director shall represent the Company. (3) The Board of Directors may appoint further Representative Directors in addition to those in the preceding Paragraph by its resolution.	(Representative Directors and Directors With Special Titles) Article 23. (1) The Board of Directors shall appoint Representative Directors by its resolution. (2) The Board of Directors may appoint one Chairman, one President and Representative Director, and other Directors with special titles as deemed necessary by the Board of Directors by its resolution. (3) The President shall represent the Company.
(Contracts for Limitation of Liability with Outside Directors) Article 28. The Company may conclude contracts with Outside Directors for the purpose of limiting their liabilities for damages in connection with their negligence of duties, as provided for in Paragraph 1 of Article 427 of the Companies Act. However, the minimum amount of liability under such contracts is the amount provided for in laws and regulations.	(Contracts for Limitation of Liability with Directors) Article 28. The Company may conclude contracts with Directors (excluding Executive Directors, etc.) for the purpose of limiting their liabilities for damages in connection with their negligence of duties, as provided for in Paragraph 1 of Article 427 of the Companies Act. However, the minimum amount of liability under such contracts is the amount provided for in laws and regulations.

Current Articles of Incorporation	Proposed amendments
(Contracts for Limitation of Liability with Outside Corporate Auditors) Article 36. The Company may conclude contracts with Outside Corporate Auditors for the purpose of limiting their liabilities for damages in connection with their negligence of duties, as provided for in Paragraph 1 of Article 427 of the Companies Act. However, the minimum amount of liability under such contracts is the amount provided for in laws and regulations. (Fiscal Year) Article 40. The fiscal year of the Company shall commence on April 1 of each year and end on March 31 of the following year. (Year-end dividends) Article 41. The Company, by resolution of the ordinary general meeting of shareholders, shall pay a cash dividend of surplus (hereinafter referred to as "Year-end Dividend") to the shareholders or registered pledges stated or recorded in the final register of shareholders of March 31 of each year. (Interim dividends) Article 42. The Company, by resolution of the Board of Directors, may pay a dividend of surplus as prescribed in Article 454 Paragraph 5 of the Companies Act (hereinafter referred to as "Interim Dividend") to the shareholders or registered pledges stated or recorded in the final register of shareholders as of September 30 of each year. (Newly established)	(Contracts for Limitation of Liability with Corporate Auditors) Article 36. The Company may conclude contracts with Corporate Auditors for the purpose of limiting their liabilities for damages in connection with their negligence of duties, as provided for in Paragraph 1 of Article 427 of the Companies Act. However, the minimum amount of liability under such contracts is the amount provided for in laws and regulations. (Fiscal Year) Article 40. The fiscal year of the Company shall commence on January 1 of each year and end on December 31. (Year-end dividends) Article 41. The Company, by resolution of the ordinary general meeting of shareholders, shall pay a cash dividend of surplus (hereinafter referred to as "Year-end Dividend") to the shareholders or registered pledges stated or recorded in the final register of shareholders of December 31 of each year. (Interim dividends) Article 42. The Company, by resolution of the Board of Directors, may pay a dividend of surplus as prescribed in Article 454 Paragraph 5 of the Companies Act (hereinafter referred to as "Interim Dividend") to the shareholders or registered pledges stated or recorded in the final register of shareholders as of June 30 of each year. Supplementary Provisions (1) Notwithstanding the provisions of Article 40, the 88th fiscal year shall be for a period of nine months from April 1, 2017 to December 31, 2017. (2) Notwithstanding the provisions of Article 42, the base date for the Interim Dividend of the 88th fiscal year shall be September 30, 2017. (3) These supplementary provisions shall be deleted upon the completion of the 88th fiscal year.

Proposal No. 3: Election of Eight Directors

The terms of office of all eight Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company requests that eight Directors be elected.
The candidates for Director are as follows:

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, position and responsibility at the Company, and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">1</td><td>Ikuo Akutsu
(April 27, 1959)
[Re-election]</td><td>Apr. 1982
Apr. 2003

Oct. 2003

Apr. 2007

June 2009

June 2010

June 2011</td><td>Joined the Company
General Manager, Manufacturing Technology Division
General Manager, Advanced Material Development Division 2
Chairman and President of TOK TAIWAN CO., LTD.
Officer; Department Manager, Corporate Planning Department of the Company
Director; Executive Officer; Department Manager, Corporate Planning Department
Representative Director, President and Chief Executive Officer
(to the present)</td><td>13,300 shares</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Director
Since assuming the position of Representative Director, President and Chief Executive Officer, Mr. Ikuo Akutsu has led the management of the TOK Group (“the Group”) as its top executive and contributed to the Group’s further development through the measures in the Medium-Term Plan. Thus, since the Company judges that Mr. Ikuo Akutsu can be expected to continue contributing to the management of the Company, it requests his election as a Director.</td></tr>
<tr><td rowspan="2">2</td><td>Harutoshi Sato
(June 1, 1961)
[Re-election]</td><td>Apr. 1984
Apr. 2004
Apr. 2007

Apr. 2008

June 2009

June 2011

June 2012</td><td>Joined the Company
General Manager, Quality Assurance Division
General Manager, Advanced Material Development Division 2
General Manager, Advanced Material Development Division 1
Officer; Deputy Department Manager, Research and Development Department and General Manager, Advanced Material Development Division 3
Officer; Deputy Department Manager, Research and Development Department and General Manager, Advanced Material Development Division 1
Director; Officer; Department Manager, Research and Development Department
(to the present)</td><td>8,700 shares</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Director
Mr. Harutoshi Sato has held important positions in the Group, serving in such roles as representative at the U.S. subsidiary, person responsible for quality assurance, and person responsible for product development before assuming the position of Department Manager, Research and Development Department. Owing to this experience, he is well acquainted with the Company’s business characteristics and customer and consequently possesses necessary and sufficient knowledge of such matters as important decision-making by the Board of Directors and supervision of duties executed by other Directors. Thus, since the Company judges that Mr. Harutoshi Sato can be expected to continue contributing to the management of the Company, it requests his election as a Director.</td></tr>
</table>

<table>
<tr><td>No.</td><td>Name
(Date of birth)</td><td colspan="2">Career summary, position and responsibility at the Company, and significant concurrent positions</td><td>Number of shares of the Company held</td></tr>
<tr><td rowspan="2">3</td><td>Kunio Mizuki
(February 10, 1959)
[Re-election]</td><td colspan="2">Oct. 1985 Joined the Company
Apr. 2005 General Manager, General Affairs Division
June 2009 Officer; Deputy Department Manager, Administration Department and General Manager, General Affairs Division
June 2012 Officer; Department Manager, General Affairs Department
June 2013 Director; Officer; Department Manager, General Affairs Department (to the present)
(Significant concurrent positions)
Representative Director and President of OHKA SERVICE CO., LTD.</td><td>7,100 shares</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Director
Assuming the position of Department Manager of the General Affairs Department after serving as General Manager of the General Affairs Division, Mr. Kunio Mizuki has been working to strengthen corporate governance, including development of the information management system, the contingency management system, and the compliance system as well as improvement of investor relations. Furthermore, through his experience with the business operations in his charge, he possesses necessary and sufficient knowledge of such matters as important decision-making by the Board of Directors and supervision of duties executed by other Directors. Thus, since the Company judges that Mr. Kunio Mizuki can be expected to continue contributing to the management of the Company, it requests his election as a Director.</td></tr>
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<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Career summary, position and responsibility at the Company, and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">4</td><td>Nobuo Tokutake
(April 2, 1961)
[Re-election]</td><td>Apr. 1984 Joined the Company
Oct. 2003 Chairman and President of TOK TAIWAN CO., LTD.
Apr. 2007 General Manager, Quality Assurance Division of the Company
June 2009 Senior General Manager, Production Control Division and General Manager, Quality Assurance Division
June 2013 Officer; Deputy Department Manager, Manufacturing Department
June 2015 Director; Officer; Department Manager, Manufacturing Department
(to the present)
(Significant concurrent positions)
Director of TOKYO OHKA KOGYO AMERICA, INC.
Director of TOK TAIWAN CO., LTD.</td><td>3,694 shares</td></tr>
<tr><td colspan="3">Reasons for nomination as candidate for Director
Mr. Nobuo Tokutake has held important positions in the Group, serving in such roles as product developer, representative at the U.S. subsidiary, and Chairman and President of the Taiwanese subsidiary before assuming the position of Department Manager, Manufacturing Department. Owing to this experience, he is well acquainted with the Company’s business characteristics and customers and consequently possesses necessary and sufficient knowledge of such matters as important decision-making by the Board of Directors and supervision of duties executed by other Directors. Thus, since the Company judges that Mr. Nobuo Tokutake can be expected to continue contributing to the management of the Company, it requests his election as a Director.</td></tr>
<tr><td rowspan="2">5</td><td>Keiichi Yamada
(April 4, 1958)
[Re-election]</td><td>Apr. 1983 Joined Japan Synthetic Rubber Co., Ltd. (present JSR Corporation)
Apr. 2001 General Manager, Kyushu Office of JSR Corporation
May 2002 Business Director of Shipley Far East Ltd. (present Rohm and Haas Electronic Materials K.K.)
Apr. 2004 General Manager Japan of Rohm and Haas Electronic Materials K.K.
Apr. 2008 Senior Deputy General Manager, Electronic Material Marketing Control Division of the Company
June 2012 Deputy Department Manager, Marketing Department
June 2013 Officer; Deputy Department Manager, Marketing Department
June 2016 Director; Officer; Department Manager, Marketing Department
(to the present)
(Significant concurrent positions)
Director of TOK TAIWAN CO., LTD.
Director of Tokyo Ohka Kogyo Europe B.V.</td><td>8,499 shares</td></tr>
<tr><td colspan="3">Reasons for nomination as candidate for Director
Mr. Keiichi Yamada has knowledge and rich experience in product development, sales and marketing, which he developed in previous positions. In addition, since joining the Company he has mainly been engaged in sales and marketing of mainstay products and is well acquainted with the electronic materials industry and characteristics and customers of the Company’s business based on such roles as Department Manager of the Marketing Department. Furthermore, he possesses necessary and sufficient knowledge of such matters as important decision-making by the Board of Directors and supervision of duties executed by other Directors. Thus, since the Company judges that Mr. Keiichi Yamada can be expected to contribute to the management of the Company, it requests that he be elected as a Director.</td></tr>
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<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Career summary, position and responsibility at the Company, and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">6</td><td>Hiroshi Kurimoto
(August 26, 1947)
[Re-election]
[Outside Director]
[Independent Director]</td><td>Apr. 1970 Joined OILES CORPORATION (“OILES”)
June 1999 Director of OILES
June 2003 Director; Managing Operating Officer of OILES
June 2006 Representative Director, President and Chief Operating Officer of OILES
June 2011 Representative Director and Chairman of OILES
June 2014 Director (Outside Director) of the Company (to the present)
Director and Senior Advisor of OILES
June 2015 Senior Advisor of OILES
June 2016 Advisor of OILES
(to the present)
(Significant concurrent positions)
Advisor of OILES</td><td>1,000 shares</td></tr>
<tr><td colspan="3">Reasons for nomination as candidate for Outside Director
Election of Mr. Hiroshi Kurimoto as Outsider Director is proposed to request his continued supervision of the Company’s management from an objective and neutral point of view based on his abundant experience and considerable insight as an executive of a listed company, as well as his contribution to enhancement of the corporate governance with his advice on the general management of the Company.</td></tr>
<tr><td rowspan="2">7</td><td>Noriko Sekiguchi
(January 23, 1964)
[Re-election]
[Outside Director]
[Independent Director]</td><td>Apr. 1986 Joined Manufacturers Hanover Bank (present JPMorgan Chase Bank, N.A.)
Oct. 1991 Joined Asahi-Shinwa Kaikeisha audit corporation (present KPMG AZSA LLC)
Mar. 1994 Registered as certified public accountant
Feb. 1998 Joined Japan Broadcasting Corporation
Dec. 2001 Joined Triumph International (Japan) Ltd.
Jan. 2002 Reregistered as certified public accountant
July 2004 Joined Ernst & Young ShinNihon (present Ernst & Young ShinNihon LLC
Nov. 2010 Representative of Sekiguchi CPA Office
(to the present)
Apr. 2011 Contract Monitoring Committee Member of Japan International Cooperation Agency (“JICA”)
(to the present)
July 2011 External Assessment Committee Member of JICA
(to the present)
July 2012 Registered as certified tax accountant
June 2015 Director (Outside Director) of the Company
(to the present)
(Significant concurrent positions)
Representative of Sekiguchi CPA Office
Contract Monitoring Committee Member of JICA
External Assessment Committee Member of JICA</td><td>500 shares</td></tr>
<tr><td colspan="3">Reasons for nomination as candidate for Outside Director
Election of Ms. Noriko Sekiguchi as Outside Director is proposed to request her continued supervision of the Company’s management from an objective and neutral point of view based on her sophisticated expertise in accounting as a certified public accountant, abundant experience in several companies, and thorough understanding of internal control in her capacity as an external committee member for fraudulent accounting conducted in multiple listed companies. Although she does not have any experience of directly participating in corporate management by means other than acting as Outside Director of the Company, the Company judges that Ms. Noriko Sekiguchi can be expected to contribute to enhancement of the corporate governance with her advice on the general management of the Company.</td></tr>
</table>

<table>
<tr><td>No.</td><td>Name
(Date of birth)</td><td colspan="2">Career summary, position and responsibility at the Company, and significant concurrent positions</td><td>Number of shares of the Company held</td></tr>
<tr><td rowspan="2">8</td><td>Noriaki Taneichi
(November 23, 1962)
[New election]</td><td>Apr. 1986
June 2009

June 2011

June 2015</td><td>Joined the Company
Department Manager, Marketing Development Business Development Division
Department Manager, New Business Development Department
Officer; Deputy Department Manager, New Business Development Department (to the present)</td><td>1,300 shares</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Director
Mr. Noriaki Taneichi has held important positions in the Group, serving in such roles as representative at the U.S. subsidiary, person in charge of the sale and marketing of mainstay products, and person responsible for new business development before assuming the position of Deputy Department Manager, New Business Development Department. Owing to this experience, he is well versed in not only the Company’s existing business areas, but also in new business areas, and consequently possesses necessary and sufficient knowledge of such matters as important decision-making by the Board of Directors and supervision of duties executed by other Directors. Thus, since the Company judges that Mr. Noriaki Taneichi can be expected to contribute to the management of the Company, it requests his election as a new Director.</td></tr>
</table>

Notes:
1. No conflict of interest exists between the Company and any of the candidates.
2. Mr. Hiroshi Kurimoto and Ms. Noriko Sekiguchi are both candidates for Outside Director. The Company has designated Mr. Hiroshi Kurimoto and Ms. Noriko Sekiguchi as independent directors in accordance with the regulations of the Tokyo Stock Exchange and has notified therein. If their election is approved, the Company plans to continue their independent director designation.
3. The terms of office as Outside Director for the two candidates will be three years for Mr. Hiroshi Kurimoto and two years for Ms. Noriko Sekiguchi at the conclusion of this General Meeting of Shareholders.
4. Liability limitation agreement with Outside Director:
   In accordance with the current Articles of Incorporation, the Company is able to enter into liability limitation agreements with Outside Directors that limit the maximum amount of liability provided for in Article 423, Paragraph 1 of the Companies Act. The Company has entered into such agreements with Mr. Hiroshi Kurimoto and Ms. Noriko Sekiguchi. The maximum amount of liability in accordance with the agreement shall be the minimum liability amount stipulated by laws and regulations. If their election is approved, the Company plans to continue such agreements with them.

Proposal No. 4: Election of Two Corporate Auditors

The term of office of Corporate Auditors Mr. Seiichi Shimbo and Mr. Katsumi Yoneda will expire at the conclusion of this General Meeting of Shareholders.
Accordingly, the Company requests that two Corporate Auditors be elected.
The Board of Corporate Auditors has previously given its approval to this proposal.
The candidates for Corporate Auditor are as follows:

Candidate No.	Name (Date of birth)	Career summary, position at the Company, and significant concurrent positions	Number of shares of the Company held
1	Kazumasa Fukada (April 11, 1953) [New election] [Outside Corporate Auditor] [Independent Director]	Apr. 1977 Joined Tokio Marine & Fire Insurance Co., Ltd. (currently Tokio Marine & Nichido Fire Insurance Co., Ltd.) June 2002 Branch Manager of Nagano Branch, Chubu and Hokuriku Headquarters of Tokio Marine & Fire Insurance Co., Ltd. July 2005 General Manager of Tokyo Automotive Sales Division 4 of Tokio Marine & Nichido Fire Insurance Co., Ltd. July 2007 Associate Director; General Manager of Tokyo Automotive Sales Division 4 of Tokio Marine & Nichido Fire Insurance Co., Ltd. June 2008 Executive Officer; General Manager of Head Office Sales Dept. 2 of Tokio Marine & Nichido Fire Insurance Co., Ltd. June 2010 Managing Director of Tokio Marine & Nichido Fire Insurance Co., Ltd. June 2011 Managing Director; General Manager of Tokyo Automotive Sales Division 1 of Tokio Marine & Nichido Fire Insurance Co., Ltd. Aug. 2011 Managing Director of Tokio Marine & Nichido Fire Insurance Co., Ltd. June 2013 Managing Director of The General Insurance Association of Japan (to the present) (Significant concurrent positions) Managing Director of The General Insurance Association of Japan	0 shares
	Reasons for nomination as candidate for Outside Corporate Auditor The election of Mr. Kazumasa Fukada as Outside Corporate Auditor is requested because of his contribution to business monitoring from an objective and neutral point of view, based on his tenure in key positions at Tokio Marine & Nichido Fire Insurance Co., Ltd., his abundant experience in financial institutions, etc., and his considerable insight as an executive.		

Candidate No.	Name (Date of birth)	Career summary, position at the Company, and significant concurrent positions	Number of shares of the Company held
2	Koichiro Takahashi (October 3, 1954) [New election] [Outside Corporate Auditor] [Independent Director]	Apr. 1978 Joined Meiji Life Insurance Company (currently Meiji Yasuda Life Insurance Company) Apr. 2000 General Manager, Marketing Development Department of Meiji Life Insurance Company Apr. 2001 General Manager, Marketing Planning & Research Department of Meiji Life Insurance Company Oct. 2003 General Manager of Niigata Branch of Meiji Life Insurance Company Dec. 2005 Executive Officer; General Manager of Human Resources Department of Meiji Yasuda Life Insurance Company July 2006 Corporate Executive Officer; General Manager of Human Resources Department of Meiji Yasuda Life Insurance Company Apr. 2008 Managing Executive Officer; Chief General Manager of Nagoya Headquarters of Meiji Yasuda Life Insurance Company Apr. 2009 Managing Executive Officer; Chief General Manager of Retail Sales Department of Meiji Yasuda Life Insurance Company July 2012 Senior Managing Executive Officer; Chief General Manager of Retail Sales Department of Meiji Yasuda Life Insurance Company Apr. 2014 President and CEO of MYJ Co., Ltd. Apr. 2016 Chairman of the Board of Meiji Yasuda System Technology Company Limited (to the present) (Significant concurrent positions) Chairman of the Board of Meiji Yasuda System Technology Company Limited	0 shares
	Reasons for nomination as candidate for Outside Corporate Auditor The election of Mr. Koichiro Takahashi as Outside Corporate Auditor is requested because of his contribution to business monitoring from an objective and neutral point of view, based on his tenure in key positions at the Meiji Yasuda Life Insurance Company, his abundant experience in financial institutions, etc., and his considerable insight as an executive.		

Notes: 1. No conflict of interest exists between the Company and any of the candidates.

2. Mr. Kazumasa Fukada and Mr. Koichiro Takahashi are both candidates for Outside Corporate Auditor. The Company plans to designate Mr. Kazumasa Fukada and Mr. Koichiro Takahashi as independent directors in accordance with the regulations of the Tokyo Stock Exchange and has notified therein. If their election is approved, they will be independent directors.

3. Liability limitation agreement with Outside Corporate Auditor:
In accordance with the current Articles of Incorporation, the Company is able to enter into liability limitation agreements with Outside Corporate Auditors that limit the maximum amount of liability provided for in Article 423, Paragraph 1 of the Companies Act. The Company plans to enter into such agreements with Mr. Kazumasa Fukada and Mr. Koichiro Takahashi if their election is approved. The maximum amount of liability in accordance with the agreement shall be the minimum liability amount stipulated by laws and regulations.